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Exhibit A
[PROPOSED] Order

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] SUPPLEMENTAL ORDER
PURSUANT TO 11 U.S.C. §§ 363(b) AND
105(a) AUTHORIZING THE DEBTORS TO
ENTER INTO, PERFORM UNDER AND
MAKE PAYMENTS UNDER CERTAIN
CONSULTING CONTRACTS WITH
MCKINSEY & COMPANY, INC. UNITED
STATES**

Upon the Supplement to the Application, dated June 15, 2020 (the “**Second Supplement**”),¹ of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 363(b) and 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), for authority to amend the scope of its authorization to enter into, perform under, and make payments under enter into, perform under, and make payments under certain consulting and operational contracts (the “**Service Contracts**”) with McKinsey & Company, Inc. United States (“**McKinsey**”), approved by the Court in an order entered March 17, 2020 [Docket No. 6348] (the “**Initial Order**”), all as set forth more fully in the Second Supplement; and this Court having jurisdiction to consider the Second Supplement, and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Second Supplement, and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Second Supplement having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and this Court having reviewed the Second Supplement; and upon the record of all of the proceedings had before the Court; and this Court having found and determined that the relief sought in the Second Supplement is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and factual bases set forth in the Second Supplement establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Second Supplement is granted as set forth herein.
2. The terms and conditions of the License Agreement are hereby approved.

¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Second Supplement.

1 3. The Initial Order is amended to include the License Agreement as a “Supplemental
2 Agreement.”

3 4. During the pendency of the Chapter 11 Cases, this Court shall retain jurisdiction with
4 respect to any matters, claims, rights or disputes arising from or related to the implementation,
5 interpretation or enforcement of this Order.
6

7 ** END OF ORDER **
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